

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re ANADARKO PETROLEUM
CORP. CLASS ACTION LITIGATION

Lead Case No. 12-CV-00900

Honorable Keith P. Ellison

**DECLARATION OF JOHN C. BROWNE IN OPPOSITION
TO DEFENDANTS' MOTION TO DISMISS THE FIRST
AMENDED CONSOLIDATED CLASS ACTION COMPLAINT**

JOHN C. BROWNE, duly sworn, deposes and says:

1. I am an attorney admitted to practice in the Southern District of New York. I am a partner of the law firm Bernstein Litowitz Berger & Grossmann, LLP, counsel for Lead Plaintiffs, the Pension Trust Fund for Operating Engineers ("Operating Engineers") and the Employees' Retirement System of the Government of the Virgin Islands ("Virgin Islands" and, together with Operating Engineers, "Lead Plaintiffs") in the above captioned action. I respectfully submit this Declaration in opposition to Defendants' Motion to Dismiss the First Amended Consolidated Class Action Complaint.

2. Attached as Exhibits A through F are true and correct copies of the following documents:

Exhibit A	Ratification and Joinder of Operating Agreement Macondo Prospect ("JOA") dated October 1, 2009, by and between BP Exploration & Production Inc., Anadarko E&P Company LP and Anadarko Petroleum Corporation
Exhibit B	Transcript of the Testimony of Michael Beirne, The Joint United States Coast Guard/Bureau of Ocean Eneergy Management Investigation, October 6, 2010
Exhibit C	Claim, Answer and Cross-Claims of Third-Party Defendants Anadarko Petroleum Corporation and Anadarko E&P Company LP, <i>In re: Oil Spill by the Oil Rig "Deepwater Horizon" in the Gulf of Mexico, on April 20, 2010</i> , No. 10-2771 (E.D. La. Apr. 19, 2011), ECF No. 338

Exhibit D	Letter from Judy B. Harvey, U.S. Department of Justice, Environment and Natural Resources Division, to the Hon. Sally Shushan, September 14, 2012
Exhibit E	Form 6-K, BP Announces Resolution of All Criminal and Securities Claims by U.S. Government Against Company Relating to Deepwater Horizon Accident, November 15, 2012
Exhibit F	Excerpts of 30 C.F.R. 250 – Oil and Gas and Sulphur Operations in the Outer Continental Shelf and 30 C.F.R. 254 – Oil-Spill Response Requirements for Facilities Located Seaward of the Coast Line

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 16th day of November, 2012.

/s/ John C. Browne
JOHN C. BROWNE